SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

OMB APPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Se	ction 30(h) (of the Investment Company Act of 194	<u> </u>			
1. Name and Address of Reporting Person* <u>Antara Capital LP</u>		Sta	2. Date of Event Requiring Statement (Month/Day/Year) 02/07/2023		3. Issuer Name and Ticker or Trading Symbol				
(Last) (First) (Middle) 55 HUDSON YARDS, 47TH FLOOR SUITE C		TE C			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify			5. If Amendment, Date of Original Filed (Month/Day/Year)6. Individual or Joint/Group Filing (Check	
(Street) NEW YORK NY 10001					below) below)		App	x Point Parks of the second se	
(City) (Stat	te) (Zip)								
			Table I - No	on-Deriva	ative Securities Beneficially	Owned			
1. Title of Security (Instr. 4)					Amount of Securities eneficially Owned (Instr. 4) Berry Direct (I) (Instr. 5) Berry Direct (I) (Instr. 5) Berry Direct (I) (Instr. 5)			3eneficial Ownership (Inst	
		(e			ve Securities Beneficially O ants, options, convertible s				
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	(D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratior Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	
Put Option (right to s	ell)		(4)	04/20/2023	Class A Common Stock	100,060	2	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Put Option (right to s	ell)		(4)	04/21/2023	Class A Common Stock	114,797	2	Ι	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
ut Option (right to s	ell)		(4)	04/21/2023	Class A Common Stock	4,754	5	Ι	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
ut Option (right to s	ell)		(4)	04/21/2023	Class A Common Stock	32,709	6	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
all Option (right to	buy)		(4)	04/24/2023	Class A Common Stock	10,000	5	Ι	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
ut Option (right to s	ell)		(4)	04/24/2023	Class A Common Stock	10,000	3	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
ut Option (obligation	n to buy)		04/24/2023	04/24/2023	Class A Common Stock	10,000	5	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
all Option (right to	buy)		(4)	06/15/2023	Class A Common Stock	15,000	7	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
ut Option (right to s	ell)		(4)	06/15/2023	Class A Common Stock	10,000	2	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
ut Option (right to s	ell)		(4)	06/15/2023	Class A Common Stock	113,988	6	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Put Option (right to s	ell)		(4)	06/16/2023	Class A Common Stock	4,736	2	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
ut Option (right to s	ell)		(4)	06/16/2023	Class A Common Stock	58,605	6	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Call Option (obligation	on to sell)		(4)	03/17/2023	Class A Common Stock	25,000	7	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Call Option (right to	buy)		(4)	03/20/2023	Class A Common Stock	25,000	7	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
Put Option (right to s	ell)		(4)	03/17/2023	Class A Common Stock	70,000	2	Ι	See footnotes ⁽¹⁾⁽²⁾⁽³⁾
I. Name and Address of Antara Capital L (Last) 55 HUDSON YARD	1 0	(Middle) I ⁻ FE C							
(Street) NEW YORK	NY	10001							
(City)	(State)	(Zip)							
. Name and Address of Antara Capital Fi									
(Last) 55 HUDSON YARD	(First) 98, 47TH FLOOR SUIT	(Middle) Г <mark>Е С</mark>							
(Street) NEW YORK	NY	10001							

(City)	(State)	(Zip)						
1. Name and Address of Reporting Person [*] Antara Capital Master Fund LP								
(Last) 55 HUDSON YARD	(First) 9S, 47TH FLOOR SUIT	(Middle) E C						
(Street) NEW YORK	NY	10001						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person Antara Capital GP LLC								
(Last) 55 HUDSON YARD	(First) 9S, 47TH FLOOR SUIT	(Middle) E C						
(Street) NEW YORK	NY	10001						
(City)	(State)	(Zip)						
1. Name and Address of Gulati Himanshu								
(Last) 55 HUDSON YARD	(First) 9S, 47TH FLOOR SUIT	(Middle) E C						
(Street) NEW YORK	NY	10001						
(City)	(State)	(Zip)						

Explanation of Responses:

1. This Form 3 is being filed on behalf of (i) Antara Capital Master Fund LP, a Cayman Islands exempted limited partnership ("Antara Master Fund"), (ii) Antara Capital LP, a Delaware limited partnership ("Antara Capital"), (iii) Antara Capital GP LLC, a Delaware limited liability company ("Antara GP"), (iv) Antara Capital Fund GP LLC, a Delaware limited liability company ("Antara Fund GP") and (v) Himanshu Gulati (collectively, the "Reporting Persons").

2. Antara Capital serves as the investment manager of Antara Master Fund. Antara Fund GP is the general partner of Antara Master Fund and Antara GP is the general partner of Antara Capital. Himanshu Gulati is the sole member of Antara Fund GP and Antara GP. Each of Antara Capital, Antara GP, Antara Fund GP and Himanshu Gulati may be deemed to indirectly beneficially own the securities held directly by the Antara Master Fund and each disclaims beneficial ownership of all such securities except to the extent of any indirect pecuniary interest therein.

3. The securities are held directly by Antara Master Fund.

4. Denotes option exercisable at any time prior to the expiration date.

Remarks:

This Form 3 is the second of two Forms 3 being filed relating to the same event. The Form 3 has been split into two filings because there are more than 30 lines in Table II in total, and the SEC's EDGAR filing system limits a single Form 3 to a maximum of 30 lines in Table II. Each Form 3 will be filed by the Reporting Persons.

Antara Capital LP By: Antara Capital GP LLC, its general partner By: /s/ Himanshu Gulati Name: Himanshu Gulati Title: Managing Member	<u>02/17/2023</u>
Antara Capital GP LLC By: /s/ Himanshu Gulati Name: Himanshu Gulati Title: Managing Member	<u>02/17/2023</u>
Antara Capital Master Fund LP By: Antara Capital LP, not in its individual corporate capacity, but solely as Investment Advisor and agent By: Antara Capital GP LLC, its general partner By: /s/ Himanshu Gulati Name: Himanshu Gulati Title: Managing	<u>02/17/2023</u>
Antara Capital Fund GP LLC By: /s/ Himanshu Gulati Name; Himanshu Gulati Title: Managing Member	<u>02/17/2023</u>
/s/ Himanshu Gulati Himanshu Gulati	02/17/2023
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.